

EXHIBIT 690

REDACTED PUBLIC
VERSION

Recruiting and Human Resources Update

Lucasfilm Ltd.
Board of Directors Meeting
October 19, 2007

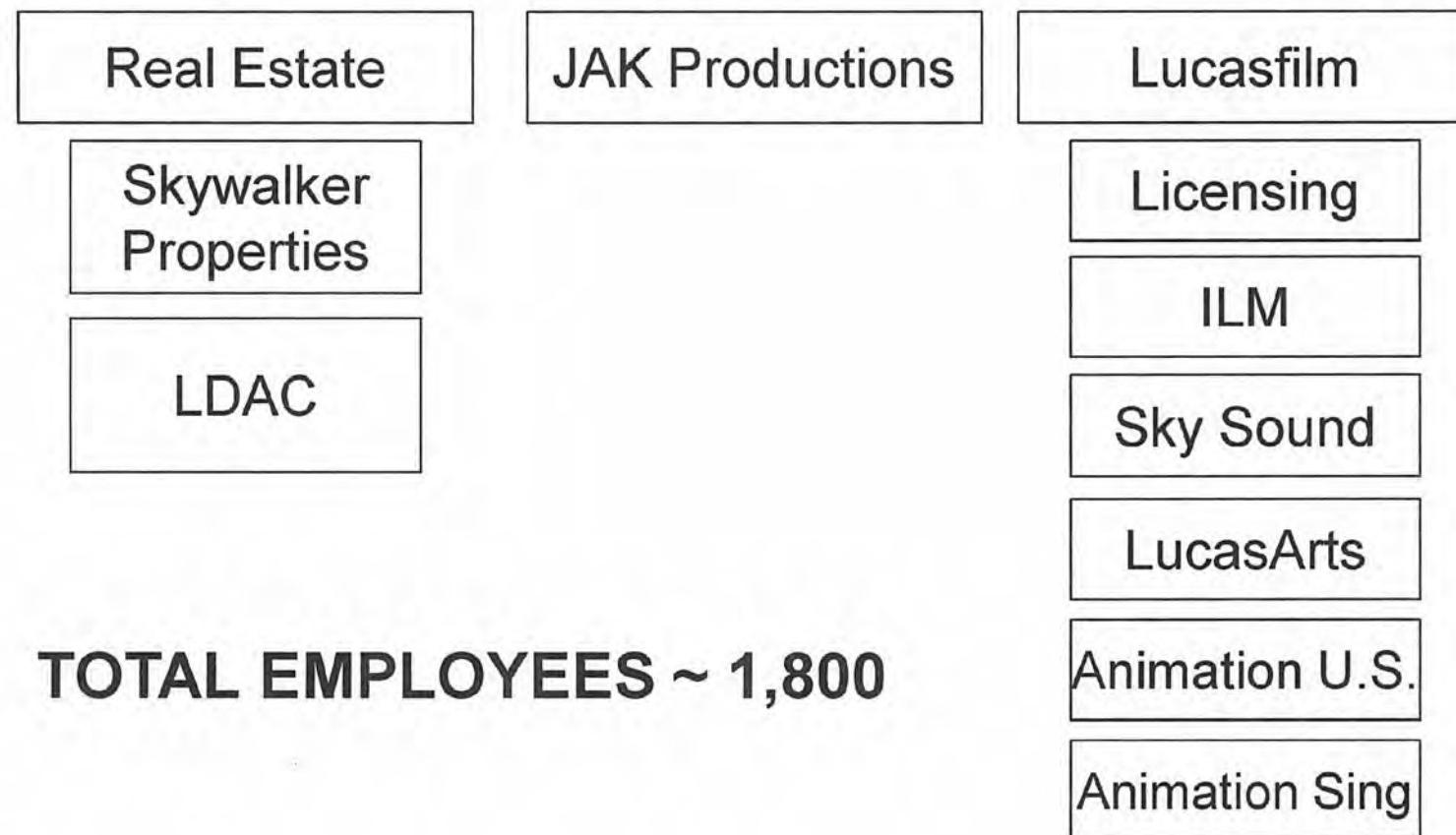


Agenda

- Overview
- Human Resources
- [REDACTED]
- [REDACTED]
- Recruiting
 - Company growth plans
 - Demographics and changes in the marketplace
 - Meeting the challenges
- Executive Session



Company Organization



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Human Resources Scope

Employee
Relations

Labor
Relations

People
Strategy/Leade
rship
Development

Technical
Training and
Development

Global
Talent
Acquisition

Compensation/
Benefits



CAO Strategic Focus for 2007-2008

- Culture and Communication
 - Vision, Values
- Talent Selection and Development
 - Global Recruiting
 - Development (technical and leadership)
- Rewards
 - Compensation, Benefits, unique Lucas value proposition
- Infrastructure
 - Systems and processes



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Recruiting

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Changes in Company Demographics

Area of Residence	In 2004	In 2007
East Bay	14%	12%
Marin	47%	31%
Sonoma	12%	5%
NE Bay (Napa/Vallejo area)	4%	3%
San Francisco	19%	40%
South Bay	3%	9%
SE Bay (Fremont area, lower 880 toward 101)	1%	1%



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2007 Recruiting Statistics

	YTD	Q4 Estimate	2007 Total
ILM	81	8	89
R & D	22	5	27
R & D Interns	9	0	9
LAL	48	8	56
LAS	35	17	52
LECL	59	11	70
LEC	165	55	220
LFL	40	14	54
SKY	4	1	5
SPL/LDAC	2	5	7
Grand Total	465	124	589



2007 Recruiting Statistics

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- 20,000 resumes and reels reviewed
- 1,800 on-site interviews
- 50,000 man hours spent interviewing candidates
- Team of 30 recruiters needed to bring in +/- 600 hires plus about 50 temps



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2008 Projected Growth

	YE	Estimated 2008		
		Attrition	Growth	New Hires
LucasArts	464	86	100	186
ILM	531	98	0	98
Skywalker Sound	120	2	0	2
Lucasfilm/Licensing	164	30	10	40
LECL (Shared Services)	181	33	10	43
LAL	94	17	35	52
LAS	164	30	78	108
SPL/LDAC	47	9	2	11
JAK	18	N/A	0	0
GRAND TOTAL	1,783	305	235	540

Estimated 2008 YE Headcount ~ 2,000



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Recruiting Headlines by Division

LEC	<input type="radio"/>	Talent hard to find, "passive" candidates; lots of local competition; new industry; reputation challenge
LAL	<input type="radio"/>	Lots of available talent; cultural and artistic sense critical; easy to recruit junior talent/senior difficult; reputation mixed
LAS	<input type="radio"/>	Little local talent; high rental costs; easy to get visas; growing reputation
LFL / LECL	<input type="radio"/>	Junior talent easy/senior very difficult to find; lots of competition; good reputation
SS	<input type="radio"/>	Very project-based; organized work force; no local competition; good reputation
ILM	<input type="radio"/>	Very project-based; organized work force; excellent rolodex of project staff; reputation "sells" the job
Real Estate	<input type="radio"/>	No significant issues

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Examples of Positions to Fill

Most Difficult	Least Difficult
Senior Game Engineers	All Entry Level
Game Designers	Animators
R & D Engineers	Compositors
Python Programmers	Technical Directors
Tax Analysts	Quality Assurance Testers
Senior Finance Staff	Workplace Services Staff
Senior Sales Staff	Skywalker Sound - All Positions
Senior Marketing Staff	Skywalker Properties - All Positions
Sabre Artists	
Digimatte Artists	
Particle System TDs	



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#1 - Sourcing for Talent

- Passive Talent difficult to find
- It is a candidate market right now
- Extremely diverse needs for each division
- Tools not in place
- Need to think “out of the box” to get the best and the brightest
- Change recruiting strategy from gatherer to hunter



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#2 - Compensation

- Lucasfilm Companies are at [REDACTED] of comp range for SF Bay Area
- Want Triple AAA talent for [REDACTED] prices
- Privately held company without stock
- Bonus plan is ambiguous and difficult to use as a selling point
- We are a training ground for our competitors



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#3 - Competition in the Bay Area

- San Francisco offers a variety of interesting opportunities for candidates
- Pixar, IM Digital, PDI, Tippett, Orphanage, EA Redwood Shores etc...
- Google, Yahoo, Silicon Valley etc...
- Other companies offer better base pay, bonuses, and a better quality of life
- No large, prominent projects in the near term



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#4 - Immigration and Visas

- H1-B's were on lottery and completely gone this year in 48 hrs
- O-1's require an advanced degree, being published or 10+ years of experience
- We use every possible method to get visas for our talent but it is not enough
- Immigration expenses have doubled – 20K for a green card
- Gaming talent is international



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#5 - Retention

- Revolving door; Lucasfilm has become the training ground for entertainment community
- Recruiting and training is very expensive; need to increase talent tenure to get a reasonable return on our investment
- Bench strength is compromised as we lose 20%+ of our employees on an annual basis – we run lean as it is
- Need to create strategies to keep people here, especially those working on company growth related projects



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What We're Doing

- Building the right recruiting organization to support the ebb and flow of our businesses
- JEDI Academy & JuMP program
- All Companies Referral bonus plan
- Applicant Tracking System
- Re-branding ourselves to generate excitement about the company



Recruiting Challenges

1. Sourcing for talent
2. Competition in the Bay Area
3. Immigration and Visas
4. Retention
5. Compensation



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#1 - Sourcing for Talent

- Passive talent difficult to find
- It is a candidate market right now
- Extremely diverse needs for each division
- Must think “out of the box” to get the best and the brightest; schools outreach
- Current market conditions require “hunters”, not just “gatherers”



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#2 - Competition in the Bay Area

- San Francisco offers an increasing variety of interesting opportunities for candidates
 - Pixar, IM Digital, PDI, Tippett, Orphanage, EA Redwood Shores, LeapFrog
 - Google, Yahoo, MySpace, Apple, TiVO, Nvidia
- Being based in San Francisco gives good candidates more choices



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#3 - Immigration and Visas

- H1-B lottery gone this year in 48 hours (received 10, denied 3)
- O-1's require an advanced degree, being published or 10+ years of experience (applied for and received 13)
- Immigration expenses have doubled; will spend ~\$750,000 in 2007
- No immigration issues in Singapore; employees can easily be transferred



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#4 - Retention

- Lucasfilm is the training ground for the entertainment community
- Recruiting and training is very expensive; average cost to replace an employee is 50% of annual comp
- Focus on retention of key people
- Career development



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#5 - Compensation

- Lucas Companies target comp at [REDACTED] of relevant positions in the SF Bay Area market
- We made significant adjustments over the last year to maintain our position, but the market is outpacing us
- Hot job market drives prices – frequently, candidates have competing offers
- Some competitors are targeting higher comp levels for “A” players, especially with equity



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What We're Doing

- Building the right recruiting organization to support the ebb and flow of our businesses
- Developing formal internship and training programs to bring in junior talent and get them up to speed quickly
- Referral bonus plan for all employees
- Applicant Tracking System to increase productivity of recruiters
- Re-branding through new website



Training and Development

- Jedi Academy
- Jedi Masters Program
- STRAT



JEDI Academy

Targeted Internship Program

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- Targets internships toward schools where we can find talent for “hard to find” recruiting areas – engineering, computer science and art
- Builds a pipeline of eager interns and new employees ready to join the company every June
- Uses undergraduate internships as a building block to create partnerships with targeted schools
- Targeting 50 interns

JEDI Academy *2008 Proposed Numbers*

- LucasArts – 18 interns
- LAL – 5 interns
- ILM R&D – 8 interns
- ILM CG Production – 3 interns
- LECL – 7 interns
- Lucasfilm Misc. – 8 interns
- Documentaries – 1 intern

JEDI Academy Target Schools

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- Technical
 - Berkeley
 - Stanford
 - Illinois Urbana-Champaign
 - SFSU (for IT / IS)
 - Carnegie-Mellon
 - MIT
 - Texas A&M
 - University of Washington
 - Georgia Tech
 - Waterloo
 - USC (Gamepipe Lab)
 - * proposed targets in yellow
 - Art
 - Savannah College of Art and Design (SCAD)
 - Art Center College of Design - Pasadena
 - Cal Arts
 - Academy of Art
 - SF Art Institute
 - San Jose State
 - Otis College of Design
 - Ringling
 - Production/Direction
 - University of Southern California (USC)

Jedi Masters Program

Program Purpose

- To provide Production Experience in Animation, VFX and Games
- To raise the local industry Mid and Senior Level Artistic and Technical Talent
- To raise the skill level of existing LAS Artists
- To provide Professional Development Training to existing LAS Artists
- To produce talent on par with Lucasfilm US

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Jedi Masters Program *Program Structure*

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- Focused, production centered training with in-depth, real time hands on experience
 - Instructors provided by Industrial Light & Magic, LucasArts, and Lucasfilm Animation
 - Direct expert mentorship for each and every student

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Jedi Masters Program Scope

- Existing LAS artists and new trainees
 - New trainees will be drawn from Singapore and the surrounding regions
 - Extremely competitive entrance requirements
 - 150 trainees over 2.5 years
- Also talking with U.S. schools about placing students in Singapore

STRAT

A New Version of T.A.P.

- 21 INTERNS IN 2008
- ILM
 - Software R&D
 - Lucasfilm Animation
 - Lighting TDs
 - Software R&D
 - Creature Developers
 - LucasArts
 - Game Artists and Engineers

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Website

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LUCASFILM RECRUITING

CAREER LISTINGS

CULTURE

EINBLITZ

A vertical collage of black and white photographs from the 1960s, capturing various scenes from San Francisco. The images include: a view of the city skyline with a prominent dome-shaped building; a close-up of a road sign reading "SAN FRANCISCO" with an arrow pointing up; a bridge over water; a man in a suit standing outdoors; a view of a city street with buildings; a person sitting on a bench; a dark, low-light scene with a person's face partially visible; a view of a city street at night with lights reflecting; and a person walking down a sidewalk.

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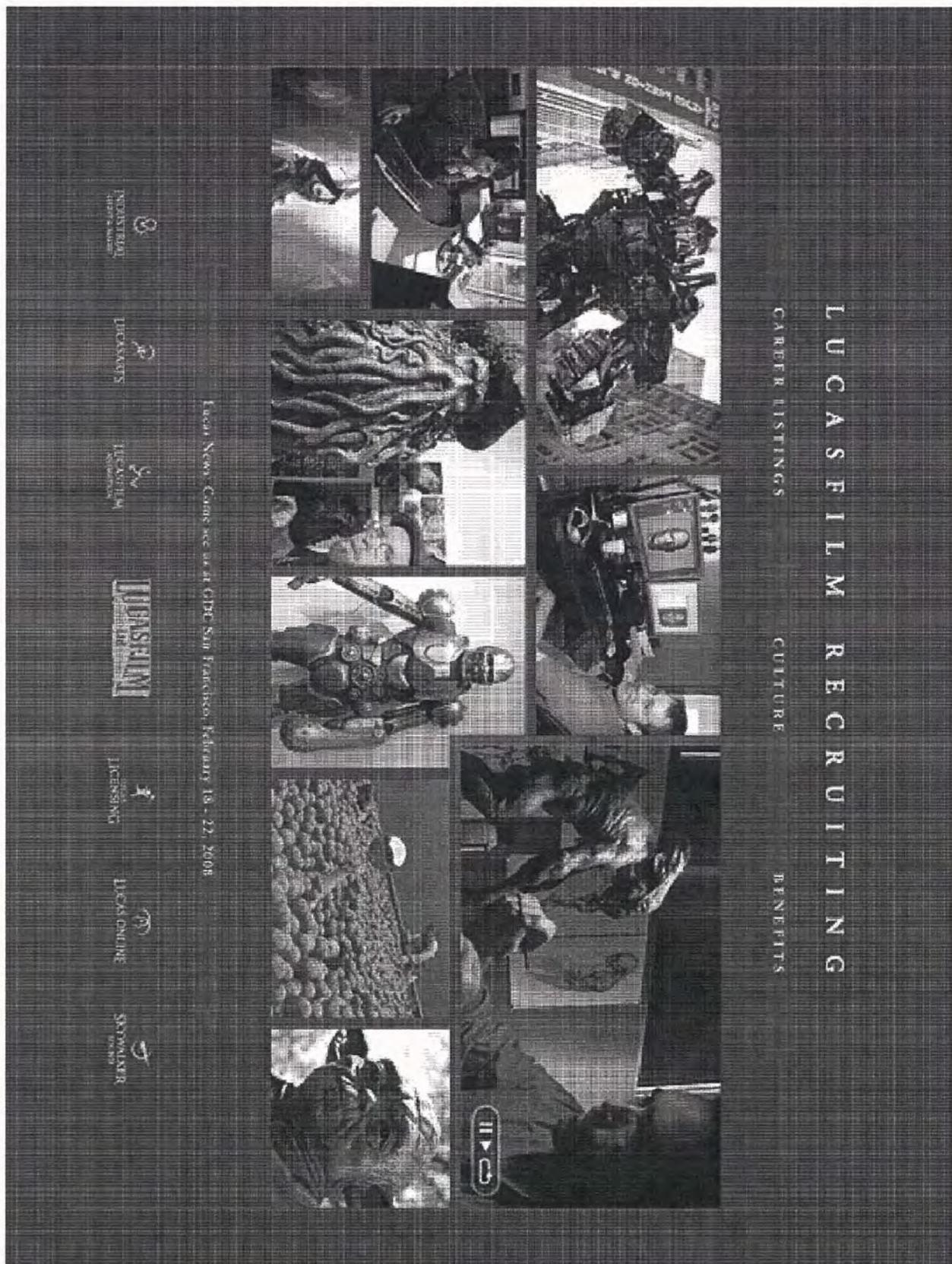
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LUCASFILM RECRUITING

CAREER OPPORTUNITIES

CULTURE

BENEFITS

CAREER FOCUS UNIVERSITY RELATIONS

JOBSITE SUBMISSION GUIDELINES

RELOCATIONS INFO



LASTED HERE ARE THE OPPORTUNITIES THAT ALL THE LUCASFILM COMPANIES HAVE TO OFFER.

LUCASARTS ANIMATOR



Description:

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APPLY FOR THIS JOB

INDUSTRIAL LIGHT & MAGIC ANIMATOR

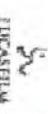


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APPLY FOR THIS JOB

LUCASFILM ANIMATION ANIMATOR



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L U C A S F I L M R E C R U I T I N G

CAREER LISTINGS

CULTURE

BENEFITS

CAREER FAQS UNIVERSITY RELATIONS

JOBS

SUBMISSION GUIDELINES

RELOCATIONS INFO

FIND THE JOB YOU'LL LOVE

ROLL DOWN EACH JOB CRITERIA TO SEE ALL THE OPTIONS
YOU CAN SEARCH WITH.

ORGANIZATION

SEARCH

FUNCTION

SEARCH

KEYWORD SEARCH

SEARCH

DATE POSTED

SEARCH

SEARCH VIEW ALL JOBS

TURN INTO CHART

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Recruiting Organization

- LECL – 1 Director, 1 Recruiter, 1 Recruiting Coordinator = 2
- ILM – 2 Recruiters, 1 Recruiting Coordinator = 3
- ILM R&D – 1 Recruiter, 1 Recruiting Coordinator = 2
- LEC – 1 Staffing Manager, 8 Recruiters, 4 Sourcers, 3 Recruiting Coordinators = 16
- LFL - 2 Recruiters, 1 Recruiting Coordinator = 2
- LAL US – 1 Recruiter, 1 Recruiting Coordinator = 2
- LAL SG – 3 Recruiters = 3 **TOTAL Staff = 31**



Recruiting Videos

Intergalactic Colleagues

LAS Recruiting Reel

QuickTime™ and a
H.264 decompressor
are needed to see this picture.

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QuickTime™ and a
Sorenson Video 3 decompressor
are needed to see this picture.

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EXECUTIVE SESSION

UNUSED SLIDES



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JEDI Academy, JuMP & STRAT

- JEDI Academy – Summer internship program – focused on LEC, R&D and misc. other
- JuMP – Singapore training initiative
- STRAT – Singaporeans trained in US to move back to Singapore and populate LAS



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Projected 2008 Recruiting Demands

- Current head count for all companies is approximately 1,550 US and 125 Singapore for a total of 1,675
- If we assume a 24% annual turnover rate (industry benchmark), we can expect to backfill 350 positions in the coming year
- Growth across the company is currently planned at about 250
- **TOTAL NEW EMPLOYEES NEEDED IN 2008 ~ 600**
(similar to 2007)

**Need to talk about our
attrition rate, not just
industry benchmarks**



All Companies Referral bonus plan

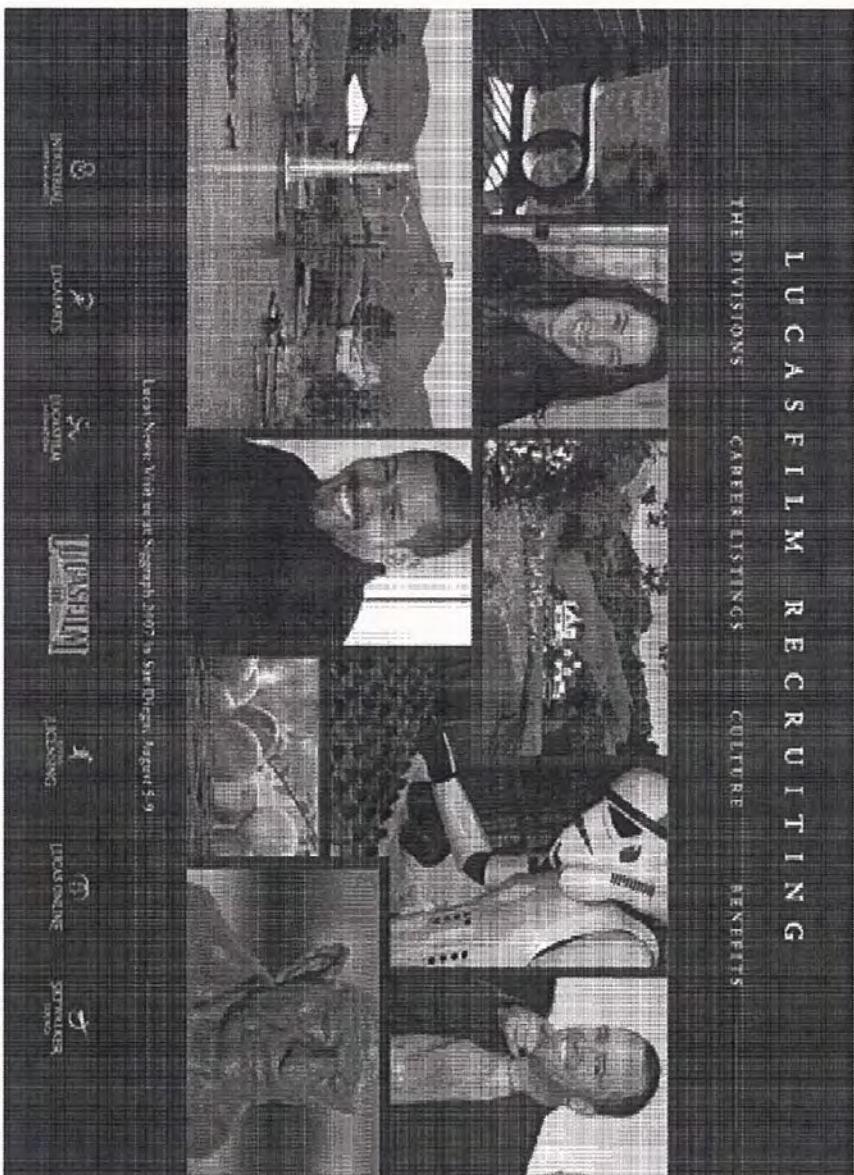
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- The money bullets make no sense. We should really talk about what the program is and what we're hoping to gain from it (e.g., how many applicants do we get from our employees, how the program did last year, anything else interesting). You get the drift.



Applicant Tracking System

- Better Database for tracking candidates
- Web based so recruiters can work from all locations
- Increased sourcing capabilities
- Automated tracking of the life of the candidate within the system and company
- Increased ability to mine important recruiting data

Recruiting Re-branding



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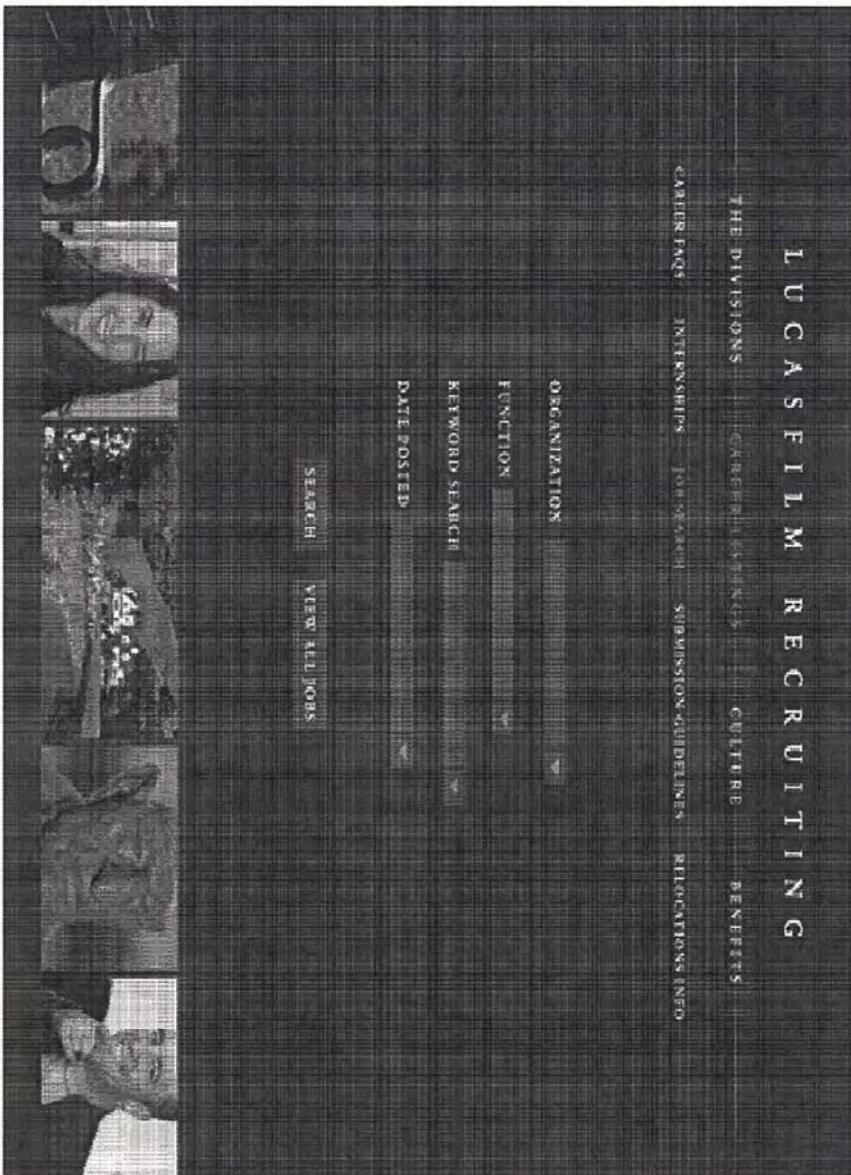
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Recruiting Re-branding



Business Unit Profiles

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ILM

- Current headcount: 535
- Assumed 2008 recruiting needs: 125 attrition, 0 growth
- Recruiting Headlines:
 - High-end technical migrant workers
 - Recruiting generally based upon production requirements
 - Great reputation
 - Easy to recruit Junior talent – almost too many applicants/candidates
 - Very difficult to recruit Senior talent



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LucasArts

- Current headcount = 427
- Assumed 2008 recruiting needs: 100 attrition, 100+ growth
- Recruiting Headlines:
 - No stock, no bonuses
 - Biggest area of growth
 - Rarest type of talent – best talent is PASSIVE
 - Very few candidates apply for jobs
 - Difficult to recruit - new industry, not enough talent



Lucasfilm Animation U.S.

- Total headcount = 106
- Assumed 2008 recruiting needs: 25 attrition, 35 growth
- Recruiting Headlines:
 - Feature film with GWL big draw for talent
 - Industry is 20 years old and there is a lot of available talent
 - Cultural fit very important
 - Easy to recruit Junior talent – almost too many applicants/candidates
 - Relatively difficult to recruit Senior talent



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Lucasfilm Animation Singapore

- Current headcount = 125
- Assumed 2008 recruiting needs: 29 attrition, 78 growth
- Recruiting Headlines:
 - We didn't have a slide for this. Needs to be fleshed out.



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Lucasfilm

- Total headcount = 115
- Assumed 2008 recruiting needs: 27 attrition, 10 growth
- Recruiting Headlines:
 - Nature of work has changed since production of EPs 1-3
 - Very little turnover until the Presidio move
 - Staff needs are growing as we transition from several small companies to one medium sized company
 - Easy level of recruiting difficulty for Junior talent – almost too many applicants/candidates
 - Very difficult to recruiting Senior talent



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LECL (Shared Services)

- Total headcount = 165
- Assumed 2008 recruiting needs: 40 attrition, 10 growth
- Recruiting Headlines:
 - Nature of work has changed since moving to Presidio
 - Staff needs are growing as we transition from several small companies to one medium sized company
 - Competition for staff is high; there are many similar opportunities in San Francisco for this group
 - Relatively difficult to recruit employees



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Skywalker Sound - NEEDS #'s

- Total headcount =
- Assumed 2008 recruiting needs: attrition, growth
- Recruiting Headlines:
 - Extremely project based workers
 - Fantasy and Zoetrope have closed leaving few bay area options for migrant talent; many seek work elsewhere
 - Unionized workforce
 - Easy to recruit Junior talent – almost too many applicants
 - Relatively difficult to recruit Senior talent



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Real Estate (Skywalker Properties/LDAC)

- Total headcount =
- Assumed 2008 recruiting needs: attrition, growth
- Recruiting Headlines:
 - We didn't have a slide for this. Needs to be fleshed out.



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- Current head count = 1550 US, 125 Singapore
- ~~Growth for 2008~~
~~Assume a 23.7% annual turnover (industry benchmark), Sky Sound at 2% = 358 backfills~~
- LEC = $427 \times .237 = 101 + \text{growth (100 +)}$
- ILM = $535 \times .237 = 125 + \text{growth (0)}$
- LAL = $106 \times .237 = 25 + \text{growth (35)}$
- LAS = $125 \times .237 = 29 + \text{growth (78)}$
- LCL = $165 \times .237 = 39 + \text{growth (10)}$
- LFL = $115 \times .237 = 27 + \text{growth (10)}$
- SPL = $44 \times .237 = 10 + \text{growth (2)}$
- SKY = $121 \times .02 = 2 + \text{growth (0)}$
- TOTAL GROWTH 2008 = +/- 600 (Same as 2007)

